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ATTORNEYS FOR DEBTOR

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION**

IN RE:	§	CHAPTER 11 PROCEEDING
	§	
FFP OPERATING PARTNERS, LP	§	CASE NO. 03-90171-BJH-11
	§	
DEBTOR,	§	Hearing date: February 15, 2005 @10:30 a.m.

**AGENDA FOR HEARINGS ON FEBRUARY 15, 2005 @10:30 a.m.**

TO THE HONORABLE BARBARA J. HOUSER,  
UNITED STATES BANKRUPTCY JUDGE:

FFP Operating Partners, LP the above captioned debtor and debtor in possession, hereby submits its Agenda for Hearings on February 15, 2005 at 10:30 a.m. as follows:

- Matter:** Motion by the Texas Department of Transportation for Relief from Stay to Proceed with Condemnation Proceedings

Docket No.: 1080

Response deadline: November 22, 2004

Status of the matter: Opposition withdrawn. Draft order attached to be uploaded when approved.

Related Documents:

1. Notice of Hearing *filed by Debtor* [Docket Item #1087].

2. Response to Motion for Relief from Stay Filed by the Texas Department of Transportation *filed by Debtor* [Docket Item #1090].
3. Exhibit "A" Support/Supplemental document filed by Creditor Texas Department of Transportation [Docket Item #1091].
4. Response and Limited Objection by FFP Properties, L.P. to the Motion by the Texas Department of Transportation for Relief from Stay to Proceed with Condemnation Proceedings [Docket Item #1101].
5. Notice of hearing *filed by Debtor* [Docket Item #1137].
6. Notice of hearing *filed by Debtor* [Docket Item #1282]

2. **Matter:**      **Motion for Order: (1) Authorizing Debtor to Sell Equipment Located at Store #503, 304 South Main, Magee, Simpson County, MS; and (2) Approving Such Sale Free and Clear of Liens Pursuant to 11 U.S.C. §363(f)**

Docket No.:    1144

Response deadline:    January 3, 2005

Status of the matter:    Going forward. No objections. See draft order attached.

Related Documents:

1. Notice of Hearing [Docket Item #1273].

3. **Matter:**      **Expedited Third Joint Motion to Further Extend Exclusivity**

Docket No.:    1274

Response deadline:    N/A

Status of the matter:    Going forward. No opposition expected. See draft order attached.

Related Documents:

1. Motion for Setting and Request for Expedited Hearing and Order Thereon on Expedited Third Joint Motion for Extension of Exclusivity [Docket Item #1275].
2. Notice of hearing [Docket Item #1279].

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By: /s/Mark Petrocchi  
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**COUNSEL FOR FFP OPERATING  
PARTNERS, LP**

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on the 11th day of February, 2005, he caused a true and correct copy of the foregoing document to be served upon the persons listed on the attached mailing matrix.

/s/Mark Petrocchi  
Mark Petrocchi

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION

IN RE:	§	CHAPTER 11 PROCEEDING
	§	
FFP OPERATING PARTNERS, LP	§	CASE NO. 03-90171-BJH-11
	§	
DEBTOR,	§	

**ORDER LIFTING THE AUTOMATIC STAY WITH RESPECT TO**  
**THE TEXAS DEPARTMENT OF TRANSPORTATION**

Came on for consideration the motion by the Texas Department of Transportation for Relief from Stay to Proceed with Condemnation Proceedings, and the court receiving a representation that the parties have reached an agreement, is of the opinion that an order should be entered.

IT IS THEREFORE ORDERED that the Section 362 automatic stay be and is hereby modified to allow the Texas Department of Transportation to proceed with a pending condemnation proceeding with respect to property in Hidalgo County, Texas, only, that is owned by FFP Operating Partners, LP. The section 362 automatic stay is not lifted or modified with respect to any property owned by the Debtor other than that property owned by the Debtor in Hidalgo County, Texas.

### End of Order ###

AGREED AND APPROVED:

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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION

IN RE:	§	CHAPTER 11 PROCEEDING
	§	
FFP OPERATING PARTNERS, LP	§	CASE NO. 03-90171-BJH-11
	§	
DEBTOR,	§	

**ORDER AUTHORIZING DEBTOR**  
**TO SELL EQUIPMENT LOCATED AT STORE #503, 304 SOUTH MAIN,**  
**MAGEE, SIMPSON COUNTY, MS**  
**FREE AND CLEAR OF LIENS, CLAIMS AND ENCUMBRANCES**

Came on for consideration, the Motion for Order Authorizing Debtor to Sell Equipment Located at Store #503, 304 South Main, Magee, Simpson County, MS; and (2) Approving Such Sale Free and Clear of Liens Pursuant to 11 U.S.C. §363(f) ("Motion") (Docket Item #1183), and the court having received no objections to the Motion, by the announcements made in open court, the proffer of evidence and the argument of counsel, was of the opinion that the relief requested should be granted.

It is therefore hereby ORDERED that pursuant to §363 of the United States Bankruptcy Code, the Debtor be and is hereby authorized to sell the equipment located at

Store #503 (the "Equipment"), 304 South Main, Magee, Simpson County, MS to Dynamic Industries, Inc. or its assign for the sum of \$5,000.00.

It is further ORDERED, that pursuant to §363(f) of the Bankruptcy Code, the equipment sold shall be conveyed to the purchaser free and clear of all liens, claims, encumbrances, and interests (collectively "Interest"), with any such Interest attaching to the sale proceeds; provided however, the sale of assets shall be subject to the liens of all taxing authorities for taxes owed for the tax year 2005.

It is further ORDERED that the Debtor is hereby authorized and directed to pay any and all personal property ad valorem taxes due in connection with the sale of the equipment at the Edinburg, TX location, provided that such payments do not exceed the proceeds of the sale of such equipment, including pro rated taxes for the year 2005.

It is further ORDERED that notwithstanding anything to the contrary in any purchase agreement or this 363 Order, nothing in any such agreement or this 363 Order (i) releases or nullifies any liability to the Mississippi Department of Environmental Quality ("MDEQ") under statutes or regulations to which any purchaser(s) or assignee would be subject as the owner or operator of the underground storage tanks ("Tanks") after the date of entry of this Order, just as if this sale had taken place outside bankruptcy, (ii) modifies the obligations that any entity which is the owner or operator of the Tanks after the date of entry of this Order has to comply with applicable regulations and statutes concerning the Tanks, or (iii) impairs or restricts the MDEQ's ability to pursue all of its rights and remedies in state court against any entity which is the owner or operator of the Tanks after the date of entry of this Order.

It is further ORDERED that any asset not belonging to the Debtor, including any assets owned by any third party, shall not be conveyed or assigned by this order.

It is further ORDERED that the Debtor shall place in a restricted account the proceeds of the sale of the property net of the ad valorem taxes paid by the Debtor in connection with the sale of assets.

SIGNED this \_\_\_\_ day of \_\_\_\_\_, 2005.

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HONORABLE BARBARA J. HOUSER,  
UNITED STATES BANKRUPTCY JUDGE



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION**

IN RE:	§	
	§	
FFP OPERATING PARTNERS, LP	§	CASE NO. 03-90171-BJH-11
	§	
DEBTOR.	§	CHAPTER 11

**AGREED ORDER ON MOTION TO EXTEND EXCLUSIVITY**

Came on for hearing the Expedited Third Joint Motion to Further Extend Exclusivity [Docket Item 1274] (the "Motion"), and the Motion for Setting and Request for Expedited hearing [Docket Item #1275]. No objections were raised to the request for an expedited hearing. The court having considered the Motion, evidence, argument and agreement of the parties below was of the opinion that the relief requested should be granted as provided herein.

It is therefore ORDERED that the Expedited Third Joint Motion to Further Extend Exclusivity be and is hereby granted subject to the revisions in this order, and as such, the period for filing a plan pursuant to Section 1121(b) is hereby extended until February 28, 2005. The period for confirming the plan of reorganization pursuant to Section 1121(c) is hereby extended until May 16, 2005. The extensions are granted without prejudice to the rights of the Debtor and parties in interest to seek further extensions or reductions.

It is further ORDERED that notwithstanding the prior paragraph, the extension granted by this order shall not prohibit the Official Committee of Unsecured Creditors, GMAC Commercial Mortgage Corporation, Servicer for FMAC Loan Receivables Trust 1998-C and FMAC Loan Receivables Trust 2000-A, Long Lane Master Trust IV, and MTGLQ Investors L.P. from collectively filing a joint plan during the time of the extension.

It is further ORDERED that the right of the Official Committee of Unsecured Creditors or any other party to object to further extensions of the periods of exclusivity shall not be construed to be waived by the relief granted in this order, and any party may seek to extend or reduce the exclusive time for the Debtor to file a plan of reorganization.

Signed this \_\_\_\_ day of \_\_\_\_\_, 2005.

THE HONORABLE BARBARA J. HOUSER  
UNITED STATES BANKRUPTCY JUDGE

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